

Kelly M. Dermody (State Bar No. 171716)
Heather H. Wong (State Bar No. 238546)
LIEFF, CABRASER, HEIMANN &
BERNSTEIN, LLP
275 Battery Street, 30th Floor
San Francisco, CA 94111-3339
Telephone: (415) 956-1000
Facsimile: (415) 956-1008
email: kdermody@lchb.com
email: hwong@lchb.com

Elizabeth A. Alexander (*pro hac vice*)
LIEFF, CABRASER, HEIMANN &
BERNSTEIN, LLP
150 Fourth Avenue, North, Suite 1650
Nashville, TN 37219-2423
Telephone: (615) 313-9000
Facsimile: (615) 313-9965
email: ealexander@lchb.com

Cyrus Mehri (*pro hac vice*)
Lisa M. Bornstein (*pro hac vice*)
Anna M. Pohl (*pro hac vice*)
MEHRI & SKALET, PLLC
1250 Connecticut Avenue, NW. Suite 300
Washington, DC 20036
Telephone: (202) 822-5100
Facsimile: (202) 822-4997

Adam T. Klein (*pro hac vice*)
Piper Hoffman (*pro hac vice*)
Justin M. Swartz (*pro hac vice*)
OUTTEN & GOLDEN LLP
3 Park Avenue, 29th Floor
New York, New York 10016
Telephone: (212) 245-1000
Facsimile: (212) 977-4005

James M. Finberg (State Bar No. 114850)
ALTSHULER BERZON LLP
177 Post Street, Ste. 300
San Francisco, CA 94108
Telephone: (415) 421-7151
Facsimile: (415) 362-8064

Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

RENEE FASSBENDER AMOCHAEV,
DEBORAH ORLANDO, KATHRYN N.
VARNER and IVY SO on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

CITIGROUP GLOBAL MARKETS, INC.,
d/b/a SMITH BARNEY,

Defendant.

Case No. C-05-1298 PJH

DECLARATION OF ADAM KLEIN IN
SUPPORT OF MOTION FOR ORDER
GRANTING PRELIMINARY APPROVAL OF
THE PROPOSED SETTLEMENT AGREEMENT

Date: April 30, 2008
Time: 9:00 a.m.
Courtroom: 3

1 I, Adam T. Klein, declare:

2 1. I am a partner in the firm of Outten & Golden LLP ("O&G"), co-counsel for the
3 Plaintiffs in the above-captioned proposed class action. I make these statements based on
4 personal knowledge and would so testify if called as a witness at trial.

5 2. This Declaration is submitted in support of Plaintiffs' Motion for Preliminary
6 Approval of Class Action Settlement. In my professional opinion, this settlement is fair,
7 reasonable and in the best interests of the proposed settlement class.

8 **BACKGROUND AND EXPERIENCE OF CO-LEAD COUNSEL**

9 3. I received my undergraduate degree from the School of Industrial and Labor
10 Relations at Cornell University in 1987, and my law degree from Hofstra University in 1990. I
11 was admitted to the New York bar in 1991.

12 4. My legal practice is limited to the prosecution of class action and impact litigation
13 of employment discrimination and wage and hour claims. I presently serve as lead or co-lead
14 plaintiffs' counsel in a variety of statutory-discrimination class actions in addition to this action,
15 including cases against Morgan Stanley and Gristede's; I was co-lead plaintiffs' class counsel in a
16 now settled "glass ceiling" gender discrimination class action against MetLife, based on
17 discrimination in promotions and compensation. I also serve as lead or co-lead plaintiffs' counsel
18 on a number of wage and hour class and collective actions. This list is not exhaustive.

19 5. I am a member of the National Employment Lawyers Association (NELA), served
20 on the Executive Board of its New York Affiliate (NELA/NY) from 2000 to 2006, and am the
21 former co-chair of the Class Action Committee of NELA. I served on the Executive Board of the
22 Employee Rights Section of the American Trial Lawyers Association. I am a member of the
23 American Bar Association, where I served as the Plaintiffs' Co-Chair of the Committee on
24 Technology and Federal Law Clerks Training Program, and am a member of the Committee on
25 Employee Rights and Responsibilities of the Section of Labor and Employment Law and the
26 Class Action and Derivative Suits Committee of the Section of Litigation. I am the plaintiffs' co-
27 chair of the largest Committee within the ABA's Labor and Employment Section – the Equal
28 Employment Opportunity Committee. I am also a member of the Federal Bar Council, a Fellow

1 of the American Bar Foundation, and a member of the Advisory Board of the Labor and
2 Employment Law Program of Cornell University's ILR School. I chair my firm's class action
3 practice group.

4 6. I am admitted in New York and in the federal Second, Ninth, and Eleventh
5 Circuits and the Southern, Eastern, Northern and Western Districts of New York.

6 7. I have written articles for a variety of legal publications and have had articles
7 printed and distributed in several publications, including *The Employee Rights and Employment*
8 *Policy Journal* and *Employee Rights Quarterly*. I have also prepared materials for numerous
9 American Bar Association and National Employment Lawyers Association (NELA) programs. In
10 addition to authoring articles on a variety of employment and litigation-related subjects, I have
11 lectured on employment law matters at meetings, conferences, and MCLE programs sponsored by
12 the American Bar Association, the National Employment Lawyers Association, NELA New
13 York, the New York County Lawyers' Association, the New York City Bar Association, the
14 American Conference Institute, Cornell University's Labor and Employment Law Program, the
15 Human Resources Executive Conference, the Law Education Institute, the Practicing Law
16 Institute, the American Inns of Court, Georgetown University Law Center, New York University
17 School of Law, the Federal Judicial Center, the Federal Bar Council, the Training Program for
18 Regional Solicitor's Office of the U.S. Department of Labor, Snowmass National CLE
19 Conference, the NAACP Legal Defense and Education Fund, Inc., and at the Second Circuit Staff
20 Attorney Training Seminar. I have also testified before the Equal Employment Opportunity
21 Commission concerning the use of credit history as a screen to employment in violation of Title
22 VII and other statutory-discrimination statutes.

23 8. O&G has the resources and ability to prosecute this case and will continue to
24 properly represent the interests of the class.

25 9. Attached to this Declaration as Exhibit A is a O&G's firm resume.
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1 I declare, under penalty of perjury, under the laws of the State of New York that the
2 foregoing is true and correct. Executed this 2nd day of April, 2008 at New York, New York.

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ADAM T. KLEIN
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EXHIBIT A



3 Park Avenue
29th Floor
New York, NY 10016
212-245-1000

Four Landmark Square
Suite 201
Stamford, CT 06901
203-363-7888

www.outtengolden.com

OUTTEN & GOLDEN LLP is one of the preeminent law firms representing employees -- "Advocates for Workplace Fairness." The firm's credo is "Excellence and Integrity Above All Else."

O&G focuses on advising and representing individuals in employment, partnership, and related matters. The firm advises individuals on employment and severance agreements; it also handles compensation and benefits issues, including bonuses, commissions, stock and option awards, and family/medical leaves. The firm represents employees with a wide variety of claims, including claims of discrimination and harassment based on sex, sexual orientation, gender identity and expression, race, disability, national origin, religion, and age, as well as retaliation, whistleblower, and contract claims. The firm also handles class and collective wage-and-hour and discrimination cases.

O&G represents clients in administrative proceedings (such as EEOC and Department of Labor), arbitrations (e.g., NYSE, NASD, and American Arbitration Association), and cases in federal and state trial and appellate courts. Before beginning proceedings, the firm often negotiates with employer representatives; it also helps clients help themselves by developing and implementing negotiation tactics and strategies. O&G has substantial experience mediating employment disputes.

The firm's seven Practice Groups are Executives & Professionals, Securities & Financial Services Industry, Sexual Harassment, Disability & Family Responsibilities, LGBT Workplace Rights, Discrimination & Retaliation, and Class Actions.



Wayne N. Outten, O&G's managing partner, has represented thousands of employees since 1979. He was named one of the top lawyers in New York by SuperLawyers, one of the "500 Leading Plaintiffs' Lawyers in America" and the "500 Leading Lawyers in America" by Lawdragon, one of "The Best Lawyers in New York" by New York Magazine, one of the "Nation's Best Litigators in Employment Law" by the National Law Journal, and one of the world's Leading Labor & Employment Lawyers by Euromoney Publications, and has been listed in The Best Lawyers in America since 1993. He co-authored The Rights of Employees and Union Members and has written dozens of articles and chapters and given hundreds of presentations on employment law. He was a founding director of the National Employment Lawyers Association, founder and president of its New York affiliate (16 years), and co-founder of Workplace Fairness. He served on the founding Board of the College of Labor & Employment Lawyers, serves on the Council of the ABA Labor & Employment Law Section, and has held many other bar positions.

Anne Golden has practiced law since 1979 and has represented employees in trials, appeals, mediations, arbitrations, and negotiations since 1985 in every aspect of employment law. She has appeared as a speaker or panelist on many employment law programs, prepares a periodic digest of employment cases, and co-hosts a monthly seminar for NELA/NY members. Several of her cases have established important principles in the field of employment law. She is a member of the Executive Board and an officer of the National Employment Lawyers Association/New York. She has been listed in "The Best Lawyers in New York" by New York Magazine and The Best Lawyers in America, and has been named in SuperLawyers.

Adam T. Klein has represented employees in a full range of employment cases since 1991. A noted authority on class action litigation, he has written numerous articles and is a frequent speaker on class-based wage and hour claims. He is a past officer of the National Employment Lawyers Association/New York and co-chairs several committees of the American Bar Association's Labor & Employment Law Section.

Laurence S. Moy has been practicing law since 1985 and is Co-Chair of the firm's Securities and Financial Services Industry practice group. He has extensive experience in arbitration before the NASD and NYSE, as well as trials and other litigation before federal and state courts concerning employment and commercial disputes. He is the author of numerous publications, including "Preparing for Arbitration: A Plaintiff Lawyer's View" in the book How ADR Works. He has been listed in The Best Lawyers in America and has been named in SuperLawyers.

Gary Phelan, head of O&G's Connecticut office, practices in Connecticut and New York. He has represented employees since 1989 in all aspects of employment law, including discrimination, wage and hour, and health benefits. He was named one of The Best Lawyers in America as well as a SuperLawyer and co-authored a leading treatise, Disability Discrimination in the Workplace. He has written and lectured on many employment-related topics and has been an adjunct professor at the Quinnipiac University School of Law. He is on the Executive Board of the National Employment Lawyers Association, served as co-chair of its disability rights committee, and served as President of the Connecticut Employment Lawyers Association.

Kathleen Peratis has practiced employment, civil rights, and labor law, representing individuals and classes, since 1969. She has written many books and articles on employment issues. She has served as head of the women's rights divisions of the American Civil Liberties Union and of Human Rights Watch and as president of the New York Civil Liberties Union.

Piper Hoffman joined O&G in February 2002 after a federal clerkship and after litigating at the Animal Legal Defense Fund. She has advocated for women's rights, prisoners of conscience, abuse victims, and the homeless. She earned her B.A. *magna cum laude* from Brown University in 1994 and her J.D. *cum laude* from Harvard Law School in 1999.

Justin M. Swartz received his J.D. with honors from DePaul University in 1998. He has litigated class, multi-plaintiff, and individual cases against public and private employers and has represented employees in alternative dispute resolution procedures. He joined O&G in December 2003.

Wendi S. Lazar has been practicing law since 1993 in many areas of employment law, with a focus on executive employment agreements, non-competition and severance agreements, and multinational employment issues. She also advises clients and attorneys concerning employment-related immigration law. Ms. Lazar's clients are predominantly in the financial services, advertising, entertainment, and new media industries. She has written numerous articles on employment and immigration law and appears frequently on panels in her areas of expertise.

Jack A. Raisner has practiced employment law since 1985. He authored the Pregnancy Discrimination and Parental Leave Handbook (2000), as well as many chapters, articles, and columns on employment topics. He is a tenured Professor of Law at the Tobin College of Business, St. John's University.



Allegra L. Fishel has represented plaintiffs in civil rights and employment matters since 1986. She has been active in professional organizations related to employee rights, serving as an officer of the National Employment Lawyers Association/New York and as co-chair of the Individual Rights and Responsibilities Committee of the NYSBA's Labor and Employment Law Section. Ms. Fishel lectures frequently on employment law topics.

Lewis M. Steel has practiced since 1963, primarily in the fields of employment, civil rights, labor, and criminal law. He has tried and argued cases nationally, including in the U.S. Supreme Court. His successful employment discrimination class actions have established important legal rights for employees. He has been listed in The Best Lawyers in America since 1991.

Nantiya Ruan has practiced employment law since completing a federal judicial clerkship in 1999-2000. She also has experience as a social worker with a Master's in social work, reflecting her commitment to social justice issues.

Deborah L. McKenna has represented plaintiffs in a wide variety of employment matters since 1996. Throughout her legal career, she has been active in the Young Lawyers' Section of the Connecticut Bar Association, and she is a frequent panelist on employment law issues and participates in numerous women's rights organizations in Connecticut.

René S. Roupinian has practiced employment law since 1995. She represents employees in class and multi-plaintiff suits under the federal Worker Adjustment and Retraining Notification (WARN) Act. She received her B.A. from the University of Michigan and her J.D. from Michigan State University College of Law.



Rachel Bien came to O&G in October 2006 after a clerkship on the U.S. Court of Appeals for the Ninth Circuit. She earned her B.A. from Brown University in 2000 and her J.D. *cum laude* from Brooklyn Law School in 2005, where she also received an Edward V. Sparer Public Interest Law Fellowship.

Cara E. Greene joined O&G in August 2005. She received her B.A. from Gordon College in 2000 and her J.D. from Fordham University School of Law in 2005.

Carmelyn P. Malalis joined O&G in February 2004 after clerking in the Southern District of New York and working at Sullivan & Cromwell LLP. She received her B.A. from Yale University in 1996 and her J.D. from Northeastern University School of Law in 2001.

Stephanie M. Marnin joined the Connecticut office of O&G in 2006. She earned her B.A. in 1992 and her M.A. in 1994 from the University at Albany, SUNY, and her J.D. from the University of Connecticut School of Law in 2006.

Tammy Marzigliano joined O&G in April 2004 after practicing employment law with Gary Phelan, LLC in West Hartford, Connecticut. Tammy received her B.A. from Hofstra University and her J.D. *magna cum laude* from Quinnipiac University School of Law in 2001. She is admitted to practice in Connecticut and New York.

Ossai Miazad joined O&G in July 2007. She received her B.A. from Vassar College in 1998. Since receiving her J.D. with honors from the American University Washington College of Law in 2004, she has represented plaintiffs in civil rights and employment matters.

ReNika C. Moore came to O&G in October 2004 after a federal clerkship in the Southern District of New York. She earned her A.B. *cum laude* from Harvard-Radcliffe in 1999 and her J.D. from Harvard Law School in 2003.

Linda A. Neilan joined O&G in September 2002 after a federal clerkship. She received her B.S. *magna cum laude* from the University of Scranton in 1994, her M.A. from San Francisco State University in 1999, and her J.D. with honors from Rutgers School of Law-Newark in 2001.

Tara Lai Quinlan joined O&G in August 2006 after a clerkship with the United States Court of Appeals for the Second Circuit. She received her B.A. from the University of California, Berkeley, in 1998, and her J.D. from Northeastern University School of Law in 2004.

Anjana Samant joined O&G in July 2004 after a federal judicial clerkship with the Honorable Martha Vazquez, Chief District Judge in the District of New Mexico. She received her B.A. from Cornell University in 1997 and her J.D. from New York University School of Law in 2001, where she also completed a research and teaching fellowship in constitutional law as the 2001-2002 Derrick A. Bell Fellow.